CONCORDIA UNIVERSITY STUDENTS' ASSOCIATION

MINUTES OF THE THIRTY-SECOND MEETING OF THE BOARD OF DIRECTORS
HELD WEDNESDAY, 24 JULY, 1985, AT 7:00 P.M.
BUNKER CONFERENCE ROOM, CENTENNIAL BUILDING, LOYOLA CAMPUS

1. Call to Order and Roll Call

The meeting was called to order by Chairperson Scott White at 7:20 p.m.

PRESENT

Co-Presidents

Ron Hiscox
Mike Judson

Commerce

Robert Gauvin
Elizabeth Laett
Jenny Rice
Lorne Severs

Arts and Science

Maria Calderone
Milva D'Aronco
Carla Grodis
Andy King (8:45)
Heather Rerrie
Karen Takacs

Engineering

Dan Artola
Jonathan Jolivet
Martin Pereira

ABSENT

Arts and Science: Adrian Chomenko (w/r), Maki Kusano (w/r), Chris Mostovac (w/r), Mark Pink (w/r), Jennifer Stark.

Commerce: Janice Domaratzki (w/r), Shirleen Weekes.

Engineering: Andrew Haberl (w/r).

Fine Arts: David Etherington (w/r), Page Lopez, David Swift.

Advisors to the Board present: Diane Coulas, Judicial Board Secretary; Joel Elkin, Liaison V.P.; Francois Desrosiers, External Affairs V.P.; Brian Weihs, Finance V.P.; Carolyn Whitzman, Communications V.P.

2. Approval of Agenda

It was noted that Item 5 a) Radio Committee Report (BD-32-D5) will be moved to the next meeting.

Item 7 a) Revision to Financial Policies (BD-31-D4) was pointed out so that Directors understood that this was being postponed to the next meeting. No objections were made to this suggestion.

The Agenda was approved as amended.

3. Approval of Minutes of the 31st Meeting

The Minutes were approved as presented.

4. Chairperson's Remarks

Chairperson Scott White stated that the next meeting will take place on Wednesday, July 31, in H-769 of the Hall Building at 6:30. It will be a very important and long meeting so it was asked that everyone arrive on time if not early.

7:30 p.m.

Scott then read a letter of resignation from Marcel Proulx, COW Academic Co-ordinator. Marcel stated the reasons why he felt he should resign but also stated that he would help his replacement in any way he could.

Scott then clarified some of Robert's Rules of Order that CUSA had been misinterpreting. The term CALL THE QUESTION should now be referred to END DEBATE. To TABLE an item means to postpone it to later in the meeting if something more important comes up. An item cannot be tabled to the next meeting, it is POSTPONED. The person who has the floor may make BRIEF remarks in favor or against a certain item and then may move a motion to end debate. It is not absolutely necessary that the first thing the person with the floor must do is ask to end debate if that is what she wishes.

5 Reports

b) Concordia Orientation Week (COW) Reports

Mike Clement gave a brief report on the status of COW Social. He stated that a contract had been signed with Labatt again this year. He handed out a tentative schedule of events and the overall budget. He explained that the net subsidy was listed at approximately $11,000 so that amount is the most they could lose. It was stated that it could be quite possible that it could break even.

The first press release was due out the 5th of August and three more would follow after that. There was a slight possiblity that we may have someone like Bob Seger for the Budrock.

7:45 p.m.

MOVE to ratify Jennifer Zaremba as Director of COW Academic for 1985-1986.

Moved by: Robert Gauvin
Seconded by: Carla Grodis

Jennifer stated what the status of Academic COW was at right now. The dates had been set for the orientation days.

VOTE 14/0/0 Unanimous

c) Co-Presidents' Report

Mike Judson stated that the signing officers of CUSACORP had been changed to himself and Ron Hiscox. This change is only temporary until other arrangements can be made. The main reason for doing this was because of the lack of availability of the present signing officers. Some of them were not in town. He had checked with the bank where the cheques are drawn and the manager stated that as long as the notice of change had the seal of the company (CUSACORP) or the parent company (CUSA) is was legally correct to change the names.

Ron stated that the defence for the law-suit brought against CUSA by Jean Robertson has been sent out. The one for the Doug Girdwood case was to be sent out next week.

8:00 p.m.

Ron then introduced Ruth Tovin who was now in charge of Physical Resources for CUSA.

Lorne Severs asked why this position that Ruth was taking was not an executive position. Mike stated that he did not feel that it should be considered an executive position.

After some discussion and a statement from Ruth that she would like a more defined description of her duties, it was suggested that the subject be brought up at the next Board Meeting. Then it will be decided if the position should be an executive one.

Travel CUTS should be in Concordia shortly.

The CUSASET discussion set for next week will be very important and the Co-Presidents urged all Directors to attend the next meeting.

The has been little contact with the Engineers (AEGIC) in the recent past.

Carla Grodis stated that she had a long dicussion with someone from the Civil Engineering group and that they knew little of what was going on. It appeared as though the smaller engineering groups were being kept in the dark by the organizers of AEGIC.

6. Question Period

It was asked if the CUSACORP Board of Directors would be picked tonight. The answer was that some of them will be elected tonight.

7. General Orders

a) Revision to Financial Policies (BD-31-D4)

8:15 p.m.

MOVE to postpone Revision to Financial Policies to the next meeting.

Moved by: Robert Gauvin
Seconded by: Lorne Severs

No Objections

8. New Business

a) CUSACORP Shareholders Agreement (BD-32-D2 and BD-32-D3)

MOTION 202

BE IT RESOLVED THAT CUSA adopt the Gestion Cusacorp Ltee. Unanimous Shareholders Agreement by the Sole Shareholder of the Corporation, BD-32-D3.

Moved by: Ron Hiscox
Seconded by: Carla Grodis

Document BD-32-D3, as corrected for spelling and grammar, reads as follows:

GESTION CUSACORP LTEE/CUSACORP MANAGEMENT LTD.

UNANIMOUS SHAREHOLDERS AGREEMENT BY THE SOLE SHAREHOLDER OF THE CORPORATION

The undersigned, (hereinafter referred to as the Association), being the true and sole owner of the total number of shares emitted of Gestion CUSACORP Ltee/CUSACORP Management Ltd. declares the following to be a unanimous Shareholder Agreement by the shareholder of the Company.

1. The powers of the directors of the corporation wll be restrained in the manner set forth. All decisions, regulations or resolutions of the company having as its object or effect, directly or indirectly the following points will be expressly made, adopted and approved by the Association in order for it to be valid and as such will no longer fall

within the powers of the Board of Directors of the Corporation:

a) issuance, emittance and/or transfers of capital stock of the corporation;

b) the declaration of dividends;

c) the determination and payment of all salaries, bonuses, gratuities or any other forms of renumeration of all directors, officers, mandataries or employees of the corporation;

d) the hiring and firing of all employees, managing officers and directors of the corporation;

e) the designation of signing officers regarding all cheques or negotiable effects of the corporation;

f) the contracting of loans for the corporation superior to $5,000 or the giving of guarantees regarding the reimbursement of such Loan;

g) all contracts binding the corporation for an amount exceeding $30,000;

h) the passing of any financial budget of the corporation;

i) all requests pertaining to the viewing of all financial statements and all past and present contracts of employment of the corporation;

j) all other decisions, other than administrative decisions taken in the normal course of business of the corporation.

2. The Association assumes directly all the rights, powers, obligations and responsibilities to the acts and decisions aforementioned.

3. The people who occupy the positions on the Board of Direcotrs of the corporation are completely exonerated from any liability inasmuch as they conform with the present dispositions.

DATED AT MONTREAL, this day of 1985.

ASSOCIATION DES ETUDIANTS ET ETUDIANTES DE L'UNIVERSITE CONCORDIA INC.

It was stated that this agreement shall be discussed paragraph by paragraph and then voted on. Amendments may be made to the document.

8:30 p.m.

For a large part of the next two hours, the discussion centred around paragraph 1 d), "the hiring and firing of all employees, managing officers

and directors of the corporation;"

Some members of the Board wanted the power of hiring and firing of employees to be in the hands of the General Manager and the CUSACORP Personnel Committee and not the CUSA Board.

An amendment was proposed

> MOVE that the following paragraph be substituted for paragraph 1 d):
>
> "the hiring and firing of the General Manager and Directors. The General Manager is then responsible for the hiring and firing of employees;"
>
> Moved by: Lorne Severs
> Seconded by: Jonathan Jolivet

It was pointed out that CUSA must ultimately be responsible if there is a discrepancy or problem.

It was also pointed out that CUSA's history of experiences with general managers was not very good.

9:15

> MOVE to end debate on the amendment.
>
> Moved by: Martin Pereira
> Seconded by: Jenny Rice

VOTE 5/8/1 Defeated.

Debate continued.

It was pointed out at this time that Lorne Severs was an employee of CUSACORP.

It was then pointed out that the last sentence in the amendment would not be in the Shareholders Agreement but in the By-Laws of the company.

The idea of the CUSACORP Personnel Committee for the hiring and firing of employees was brought up. This was discussed at some length.

10:00 p.m.

> MOVE to amend the amendment and replace 1 d) with the following paragraph:
>
> "the hiring and firing of the General Manager and the appointment and removal of Directors of the corporation;"
>
> Moved by: Jenny Rice
> Seconded by: Lorne Severs

This motion was made with the provision that in the By-Laws it would be

stated that the General Manager and the CUSACORP Personnel Committee is responsible for the hiring and firing of employees but that should a problem arise the final decision in some cases would be left up to the Board of Directors of CUSA.

It was agreed by the Board that this amendment should replace the first amendment as the pending question.

More discussion ensued.

10:45

MOVE to end debate on the amendment.

Moved by: Jenny Rice
Seconded by: Andy King

VOTE 11/2/1 Debate is ended

VOTE on the Amendment 12/1/1 Passed

The paragraph now reads:

"1 d) the hiring and firing of the General Manager and the appointment and removal of the directors of the Corporation;"

VOTE on Motion 203, as amended 13/0/1 Passed

11:00 p.m.

c) CUSACORP Board of Directors

After much discussion about how many directors should be appointed tonight and how long they should remain in office, it was decided that since there were seven people now present who were interested in being directors of CUSACORP and there were a total of seven seats, the seats could all be filled tonight but the term of office shall only be until September 30 when the seats would become vacant and could be filled by the same people or by others who may be interested.

MOVE to appoint Nicholas Pough as a Director of CUSACORP until September 30.

Moved by: Andy King
Seconded by: Milva D'Aronco

Nicholas introduced himself. He has an English degree but is returning in September to take some courses. He is very interested in making sure that CUSACORP is a good service to students and not a financial drain.

VOTE 13/0/1 Nicholas Pough appointed as a Director.

11:30 p.m.

MOVE to appoint Frank Joe as a Director of CUSACORP until September 30.

Moved by: Heather Rerrie
Seconded by: Andy King

Frank stated that he was a fourth year engineering student and was very concerned about how CUSACORP functions

VOTE 14/0/0 Frank Joe appointed as a Director.

MOVE to appoint Karen Herland as a Director of CUSACORP until September 30.

Moved by: Heather Rerrie
Seconded by: Karen Takacs

Karen stated that it was her last year at Concordia and she was not taking a full course load. To her the most important aspect of CUSACORP is the service it provides to students.

VOTE 14/0/0 Karen Herland appointed as a Director.

MOVE to appoint Glenn Massad as a Director of CUSACORP until September 30.

Moved by: Ron Hiscox
Seconded by: Milva D'Aronco

Glenn stated that he was now employed by CUSACORP but he did not plan on working from September to December. He is very interested in where CUSACORP is heading with the services it provides.

VOTE 14/0/0 Glenn Massad appointed as a Director

MOVE to appoint Lorne Severs as a Director of CUSACORP until Septemeber 30.

Moved by: Robert Gauvin
Seconded by: Maria Calderone

Lorne reiterated what several of the other nominees had stated.

VOTE 11/0/1 Lorne Severs appointed as a Director.

MOVE to appoint Robert Gauvin as a Director of CUSACORP until September 30.

Moved by: Lorne Severs
Seconded by: Maria Calderone

Robert stated the he wished to promote more communication between CUSACORP and other groups of the university.

VOTE 8/1/4 Robert Gauvin appointed as a Director.

MOVE to appoint Julien Feldman as a Director of CUSACORP until September 30.

Moved by: Karen Takacs
Seconded by: Milva D'Aronco

Julien stated that what he thought was the most important factor right now is that CUSACORP become accountable to the students.

VOTE 13/0/1 Julien Feldman appointed as a Director.

Ron stated that the item that was skipped [8 b) the CUSACORP By-Laws] would be discussed at the meeting next week.

9. Announcements

Scott restated that next week's meeting will take place at 6:30 at Sir George. It will be a very important meeting.

10. Adjournment

The meeting was adjourned at 12 midnight.

G. Scott White, Chairperson

Mary Ann Whalen-Bradley,
Recording Secretary